

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

PETER A. CRAWFORD,

Plaintiff,

v.

Civil Action No.
05-cv-10078 (DPW)

WOLVERINE, PROCTOR & SCHWARTZ, INC.,
STEVEN F. CHILINSKI, and
DEEPAK S. KULKARNI,

Defendants.

AFFIDAVIT OF MARK BROWN

MARK BROWN, being duly sworn deposes and says:

1. I was the Chief Financial Officer of Wolverine, Proctor & Schwartz, Inc. ("WPS"), one of the defendants in this matter, from September 11, 2000 through September 25, 2003. On February 14, 2005 I was hired by Wolverine, Proctor & Schwartz LLC as that company's President. I submit this Affidavit in support of Defendants' Motion for Summary Judgment.

2. I am a Certified Public Accountant ("CPA").

3. The term "earnings" is not defined in the Generally Accepted Accounting Principles ("GAAP") promulgated by the Financial Accounting Standards Board ("FASB").

4. The acronym "EBITDA" – which generally means "earnings before interest, taxes, depreciation and amortization" – is also not a GAAP defined term.

5. On January 14, 2002, I was present at a meeting of the senior management of WPS when Deepak Kulkarni, then the Chief Executive Officer of WPS, asked if any other members of the senior management had any objections to the termination of Peter Crawford's

employment as WPS's Chief Operations Officer. Because both I and, upon information and belief, all of my fellow senior managers found Crawford difficult to deal with, none of the senior managers voiced any objections to Kulkarni's suggestion that Crawford be terminated. Crawford's workplace demeanor was such that he tended to alienate nearly everyone he worked with.

6. I later learned that, prior to proposing Crawford's termination to WPS's senior management, Kulkarni had engaged in an initial discussion of the topic with another member of the WPS Board of Directors, Erik Scott.

7. On January 14, 2002, both Kulkarni and I were members of the WPS Board of Directors. The other three members of the WPS Board, Ernest Jacquet, John Rutherford and Erik Scott, were each principles at Parthenon Capital LLC ("Parthenon"). In late December 2001, Parthenon acquired a controlling ownership interest in WPS.

8. Following Kulkarni's poll of WPS's senior executives regarding Crawford's potential termination, Kulkarni and I engaged in a telephonic conference with WPS Director Erik Scott. I agreed with Messrs. Scott and Kulkarni that Crawford's termination from WPS was appropriate.

9. Upon information and belief, after he discussed Crawford's termination with Kulkarni and me, Scott discussed the matter in-person with the other two Parthenon members of the WPS Board, Messrs. Jacquet and Rutherford. Messrs. Scott, Jacquet and Rutherford each agreed that Crawford's immediate termination as WPS's COO was appropriate.

10. Kulkarni and I then conducted a second telephonic conference with Scott wherein it was determined that it was the unanimous position of the WPS Board of Directors that Crawford should be immediately terminated as the company's COO.

11. Later in the day on January 14, 2002, following the Board's decision to terminate Crawford's employment, Kulkarni asked me to notify Crawford of the company's decision. I subsequently walked to Crawford's office and verbally informed him that the WPS Board and CEO had elected to terminate his employment. Before I escorted Crawford out of the building, Crawford entered a company conference room to briefly address the company's senior management on the topic of his termination.

12. After I walked Crawford out of the building, I asked WPS's Human Resources Manager, Carol O'Donohue, to draft a letter to Crawford confirming WPS's decision to terminate his employment. My request to O'Donohue to draft a confirmation letter to a recently terminated WPS employee was consistent with the company's standard operating procedure. A copy of Carol O'Donohue's January 18, 2002 termination letter to Crawford is attached hereto as Exhibit "1".

13. On December 21, 2001, Crawford obtained a WPS financial statement from WPS employee William Crotty. A copy of the financial statement Crawford obtained from Crotty on December 21, 2001 is attached hereto as Exhibit "2".

Signed under the penalties and pains of perjury this 17th day of March 2006.

/s/ Mark Brown

MARK BROWN

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on his 17th day of March 2006, I filed the foregoing document with the Clerk of the Court by using the ECF system. I further certify that I mailed the foregoing document and the notice of electronic filing to the pro se plaintiff, Peter A. Crawford, 23 Newcastle Drive, #11, Nashua, NH 03060, by U.S. mail, on March 17, 2006.

/s/ Mark M. Whitney
Mark M. Whitney, Esq.

EXHIBIT 1
BROWN



January 18, 2002

Mr. Peter Crawford
23 Newcastle Drive #11
Nashua, NH 03060

Dear Peter:

Your termination as an employee of Wolverine is effective at the end of the regular workday on Monday, January 14, 2002. All authority to perform any duties as an employee are terminated as of such date.

We ask that you return your cell phone, keys to the building and gate, any travel cards, car rental cards and telephone calling cards.

We want to make every effort we can to help you during this difficult period to minimize any disruption in your career or personal life. We wish you the best of success in the future.

Sincerely,

A handwritten signature in cursive script that reads "Carol O'Donohue". The signature is written in dark ink and is positioned above a horizontal line.

Carol O'Donohue
Human Resource Manager

Certified mail
RR

EXHIBIT 2
BROWN

INCOME STATEMENT DATA - Wolverine

(US\$ thousands)
Fiscal Year Ending 12/31

	Audited YTD 00	Actual Jan-01	Actual Feb-01	Actual Mar-01	Actual Apr-01	Actual May-01	Actual Jun-01	Actual Jul-01	Actual Aug-01	Actual Sep-01	Actual Oct-01	Actual Nov-01	Forecast Dec-01	YTD 01
Net Sales	\$ 43,866	\$ 3,266	\$ 3,640	\$ 3,632	\$ 3,407	\$ 3,202	\$ 3,677	\$ 3,160	2,846	\$ 2,320	\$ 2,333	\$ 1,696	1800	\$ 34,868
Cost of Goods Sold	\$ 31,304	2,074	2,469	2,161	2,255	1,959	2,168	2,073	1,800	1,554	1,598	1,147	1,485	\$ 22,743
Gross Profit	\$ 12,562	\$ 1,192	\$ 1,171	\$ 1,371	\$ 1,152	\$ 1,243	\$ 1,509	\$ 1,077	\$ 1,046	\$ 766	\$ 735	\$ 548	\$ 315	\$ 12,125
Gross Margin	29%	36%	32%	39%	34%	39%	41%	34%	37%	33%	32%	32%	21%	35%
SG & A Expenses	\$ 12,208	823	889	903	817	1,035	832	865	838	708	951	758	950	\$ 10,369
Operating EBITDA	\$ 354	\$ 369	\$ 282	\$ 468	\$ 335	\$ 208	\$ 677	\$ 212	\$ 208	\$ 58	\$ (216)	\$ (210)	\$ (636)	\$ 1,766
EBITDA Margin	1%	11%	8%	13%	10%	6%	18%	7%	7%	3%	-9%	-12%	-43%	5%
Depreciation & Amortization	\$ 3,337	157	156	155	154	154	162	136	801	256	193	203	203	\$ 2,730
Interest Expense	1982	151	138	153	149	148	316	170	180	175	158	257	158	\$ 2,163
Provision for Taxes	46	0	0	0	0	0	0	0	0	0	0	0	0	\$ -
Net Income	(5,011)	61	(12)	160	32	(94)	199	(94)	(773)	(373)	(567)	(670)	(996)	\$ (3,127)

PAC 0100

INCOME STATEMENT DATA - Wolverine

(US\$ thousands)

Fiscal Year Ending 12/31

	2000				Final	Final	Final	Forecast	2001
	1Q00	2Q00	3Q00	4Q00	2000	1Q01	2Q01	3Q01	4Q01
Net Sales	\$ 9,790	\$ 11,659	\$ 11,842	\$ 10,575	\$ 43,866	\$ 10,438	\$ 10,286	\$ 8,316	\$ 5,513
Cost of Goods Sold	\$ 8,009	\$ 8,198	\$ 8,072	\$ 7,025	\$ 31,304	\$ 6,704	\$ 6,382	\$ 5,427	\$ 34,553
Gross Profit	\$ 1,781	\$ 3,461	\$ 3,770	\$ 3,550	\$ 12,562	\$ 3,734	\$ 3,904	\$ 2,889	\$ 1,059
Gross Margin	18%	30%	32%	34%	29%	36%	38%	35%	19%
SG & A Expenses	\$ 3,345	\$ 3,356	\$ 3,168	\$ 2,339	\$ 12,208	\$ 2,615	\$ 2,684	\$ 2,411	\$ 2,659
Operating EBITDA	\$ (1,564)	\$ 105	\$ 602	\$ 1,211	\$ 354	\$ 1,119	\$ 1,220	\$ 478	\$ 1,039
EBITDA Margin	-16%	1%	5%	11%	1%	11%	12%	6%	10%
Depreciation & Amortization	\$ 690	\$ 681	\$ 792	\$ 1,174	\$ 3,337	\$ 468	\$ 470	\$ 1,193	\$ 599
Interest Expense	\$ 442	\$ 451	\$ 455	\$ 634	\$ 1,982	\$ 442	\$ 613	\$ 525	\$ 573
Provision for Taxes	\$ -	\$ -	\$ -	\$ 46	\$ 46	\$ -	\$ -	\$ -	\$ -
Extraordinary loss	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net Income	\$ (2,696)	\$ (1,027)	\$ (645)	\$ (643)	\$ (5,011)	\$ 209	\$ 137	\$ (1,240)	\$ (2,233)
									unaudited
									\$ 34,553
									#REF!
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									10,369
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									2,730
									2,153
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									(3,127)

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